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11 Specially Appearing for Defendant  
12 CHARMING SHOPPES OF DELAWARE, INC.

13  
14 UNITED STATES DISTRICT COURT  
15 NORTHERN DISTRICT OF CALIFORNIA  
16

17 SHAMEIKA MOODY, as an individual  
and on behalf of others similarly situated,

18 Plaintiff,

19 vs.  
20

21 CHARMING SHOPPES OF  
DELAWARE, INC., a corporation, and  
DOES 1 through 20, inclusive,

22 Defendant.  
23

Case No. C 07-06073 MHP

**DECLARATION OF JOHN J. SULLIVAN  
IN SUPPORT OF DEFENDANT  
CHARMING SHOPPES OF DELAWARE,  
INC.'S MOTION TO DISMISS FOR LACK  
OF PERSONAL JURISDICTION**

Date: February 11, 2008

Time: 2:00 p.m.

[SPECIAL APPEARANCE ONLY]

1 I, John J. Sullivan, declare as follows.

2 1. I am over eighteen years of age. I am the Controller of Defendant Charming  
3 Shoppes of Delaware, Inc. I have personal knowledge of the following and am competent to  
4 testify thereto. Except as otherwise stated below, the following accurately describes the facts as  
5 they have existed since at least January 1, 2002.

6 2. Charming Shoppes, Inc. ("CSI") is incorporated and headquartered in  
7 Pennsylvania. CSI is publicly traded. It is a holding company that does not engage in any  
8 business operations itself. As is common for large, publicly-traded corporations, all business  
9 operations conducted within the Charming Shoppes group of companies are conducted and  
10 managed by direct or indirect subsidiaries of CSI.

11 3. Defendant Charming Shoppes of Delaware, Inc. ("Defendant" or "CSDI") is  
12 incorporated and headquartered in Pennsylvania. It is a wholly-owned subsidiary of CSI.  
13 Defendant provides certain shared services (such as payroll services and legal consultation) to  
14 various operating subsidiaries of CSI, including Lane Bryant, Inc. ("Lane Bryant"), which owns  
15 and operates the Lane Bryant stores, and other subsidiaries that operate the Catherines and  
16 Fashion Bug retail stores.

17 4. All appropriate corporate formalities (secretary of state filings and regular board  
18 meetings) have been complied with to maintain CSI as a valid corporation with an existence  
19 separate from that of CSI's subsidiaries. Likewise, all appropriate corporate formalities  
20 (secretary of state filings and regular board meetings) have been complied with to maintain  
21 Defendant as a valid corporation with an existence separate from that of CSI and separate from  
22 that of CSI's other subsidiaries (including Lane Bryant).

23 5. Defendant has no office, mailing address, telephone listing, hard assets, or bank  
24 accounts in the California. Defendant does not engage in any business activities in California  
25 apart from providing certain shared services to other subsidiaries of CSI. Defendant does not  
26 solicit California residents; manufacture, purchase or sell goods in California; or advertise goods  
27 or services in California. Defendant does not pay taxes in California, with the exception of the

1 payment of California payroll taxes incident to Defendant acting as a common paymaster for  
2 other subsidiaries of CSI.

3 6. Defendant does not exert management control over the operations of other  
4 subsidiaries of CSI, including but not limited to Lane Bryant.

5 7. CSI and Defendant do not manage or direct the work of any employees who report  
6 to or are resident in California, including, without limitation, the employees who work in the  
7 Lane Bryant stores.

8 8. At all times, all Lane Bryant stores in California have been owned and operated,  
9 and their employees have been directed and managed, by Lane Bryant, Inc., not by CSI or  
10 Defendant.

11 I declare under penalty of perjury under the laws of the United States that the foregoing is  
12 true and correct.

13 Executed on January 4, 2008, at Bensalem, Pennsylvania.

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16 John J. Sullivan  
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